

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

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Filing Under (Check box(es) that apply):	hat []Rule 504 []Rule 505 [x]Rule 506 []Section 4(6) []ULOE JUN (	3 2003
Type of Filing: [ x ] New Filing		152 [5]
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	this is an amendment and name has changed, and indiciate change.)	MANAGON VIEW MANAGAN M
Address of Executive Offices Suite 720-789 West Pender S	(Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) St., Vancouver, BC, Canada V6C 1H2 (604) 682-6229	Во-Т <sub>ан</sub> ирова 2 ию При 1935.
Address of Principal Business (if different from Executive Off	s Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Codifices) As above	ie)
Brief Description of Business Natural Resource Prope	and a provincial of the Property of the Control of	PROCESS
Type of Business Organization	•	JUN 05 200
[ x ] corporation [ ] business trust	[ ] limited partnership, already formed [ ] other (please specify): [ ] limited partnership, to be formed	THOMSON
	Month Year	
Actual or Estimated Date of In Jurisdiction of Incorporation or	ncorporation or Organization: [06] [88] [x] Actual [] Estimated or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:  CN for Canada; FN for other foreign jurisdiction) [CN][]	
GENERAL INSTRUCTIONS Federal:		COS, eas redeninations

Who Must File: All issuers making an offering of securities in reliance on an exemption under Requisition D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

#### A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

Full Name (Last name first, if individual) Scales, William G.

102 Broadway Place, Salmon, Idaho, USA, 83467

Business or Residence Address (Number and Street, City, State, Zip Code)

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of
  equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers. Check Box(es) that [ ] Promoter [ ] Beneficial [x] Executive [x] Director [ ] General and/or Managing Officer Apply: Owner Partner Full Name (Last name first, if individual) Bending, J. Scott Business or Residence Address (Number and Street, City, State, Zip Code) 556 Ballantree Road, West Vancouver, BC, Canada, V7S 1W3 Check Box(es) that [ ] Promoter [ ] Beneficial [x] Executive [x] Director [ ] General and/or Owner Officer Managing Apply: Partner Full Name (Last name first, if individual) Green, Mari-Ann I. Business or Residence Address (Number and Street, City, State, Zip Code) 556 Ballantree Road, West Vancouver, BC, Canada, V7S 1W3 Check Box(es) that [ ] Promoter [ ] Beneficial [ ] Executive [x] Director [ ] General and/or Officer Apply: Owner Managing Partner Full Name (Last name first, if individual) Engdahl, James B. Business or Residence Address (Number and Street, City, State, Zip Code) 325 Wakabayashi Crescent, Saskatoon, Saskatchewan, Canada, L7K 7L9 [x] Director [ ] General and/or Check Box(es) that [ ] Promoter [ ] Beneficial [ ] Executive Managing Apply: Partner

Check Box(es) that Apply:	[ ] Promoter	[ ] Beneficial Owner	[ ] Executive Officer	[x] Director [ ] General and/or Managing Partner
Full Name (Last nar	ne first, if individ	iual) Metka, Robei	t G.	iki di salaman da kanada da sanada (ingan jana da kanada da salama da salama kanada (ingan da kanada (ingan ja Kanada salama da kanada da salama da kanada da salama da salama da salama da salama da salama da salama (ingan
Business or Reside 2622 Yearling, St. L			City, State, Zip Code	)
Check Box(es) that Apply:	[ ] Promoter	[ ] Beneficial Owner	[ ] Executive Officer	[x] Director [ ] General and/or Managing Partner
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Business or Reside 2803 Valley Way, H			City, State, Zip Code	
Check Box(es) that Apply:	[] Promoter	[ ] Beneficial Owner	[ ] Executive Officer	[x] Director [ ] General and/or Managing Partner
Full Name (Last nar	me first, if indivi	dual) Stone, David		
Business or Reside 1 435-236th Street,			City, State, Zip Code JSA, 98021	e de la monte de la companya de entre de la companya del la companya de la compan
Check Box(es) that Apply:	[ ] Promoter	[ ] Beneficial Owner	[ ] Executive Officer	[x] Director [ ] General and/or Managing Partner
Full Name (Last name	me first, if individ	dual) Torchinsky, i	Raymon L.	potro-unitativo de transportante de la composita della composita della composita della composita della composi
Business or Reside 3436 West 5th Ave			City, State, Zip Code R 1R8	
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144 Joffre Street, D		Canada, B2Y 3E1	City, State, Zip Code	
Check Box(es) that Apply:	[ ] Promoter	[x ] Beneficial Owner		[] Director [] General and/or Managing Partner
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Business or Reside 1560 Broadway, Su	ence Address (N lite 2200, Denve	lumber and Street r, Colorado, USA	City, State, Zip Code 80202	
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<b>.</b>			Column 2, if filing und	
2. What is the minir	mum investment	t that will be accep	ted from any individua	
3. Does the offering	g permit joint ow	nership of a single	unit?	Yes No [x ] []

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3. If this filling is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first

sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Sect	urity 5	Soid
Rule 505		\$	\$
Regulation A		9	\$
Rule 504			5
Total			
		· `	·———
Furnish a statement of all expenses in connection with the bance and distribution of the securities in this offering. Exclude bunts relating solely to organization expenses of the issuer. The rmation may be given as subject to future contingencies. If the bunt of an expenditure is not known, furnish an estimate and check box to the left of the estimate.	<i>2</i>		
Transfer Agent's Fees & Stock Exchange Fees		[]\$2	16,152(Cdn)
Printing and Engraving Costs			
Legal Fees			10,066(Cdn)
Accounting Fees			10,000(001))
Engineering Fees			
Sales Commissions (specify finders' fees separately)			
Other Expenses (identify) Courier Costs & Related Travel			7,285(Cdn)
Total			33,503(Cdn)
his represents U.S. investors only. All other investors are outside the U.S. Testors totalled \$632,258 (Cdn)	Total offering for U	J.S. and	non-U.S.
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The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505. the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Date Signatur FORMATION CAPITAL CORPORATION March 10, 2003 Name of Signer (Print or Type) Title o Signer (Print or Type) J. Paul Farguharson Chief Financial Office **ATTENTION** Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.) **E. STATE SIGNATURE** 1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification Yes No provisions of such rule? [ ] [x] See Appendix, Column 5, for state response. 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law. 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees. 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied. The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person. Issuer (Print or Type) Date March 10, 2003 FORMATION CAPITAL CORPORATION Title (Phint of Type) Name of Signer (Print or Type) J. Paul Farguharson Instruction: Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures. **APPENDIX** 3 Disqualification under State ULOE Type of security intend to sell and aggregate (if yes, attach Type of investor and explanation of to non-accredited offering price waiver granted) amount purchased in State investors in State offered in state (Part C-Item 2) (Part E-Item 1) (Part C-Item 1) (Part B-Item 1) Number of Number of

Accredited

Investors

No

State

ΑL

Yes

Amount

Non-Accredited

Investors

Amount

Yes

Nο

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# CORPORATE ACKNOWLEDGMENT

County of Hally	) ss.
f (	,
On this 12 day of MAR	H. before me Robert F.N. COVERT the
undersigned officer, personally appeared	AUL FARQUHARSOD KNOWN
personally to me to be the	of the above named corporation and acknowledged that he
, as an officer being authorized so to do, executed t	he foregoing instrument for the purposes therein contained, by
signing the name of the corporation by himself as a	n officer.
IN WITNESS WHEREOF I have hereunto set my h	and and official seas Atu Con Control of Daths Daths
	My commission expires:
INDIVIDUAL OR P.	ARTNERSHIP ACKNOWLEDGMENT
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On this day of undersigned officer, personally appeared	, before me, the to me
On this day of undersigned officer, personally appeared	) ss, before me, the to me person(s) whose name(s) is (are) signed to the foregoing instrument,
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On this	before me, the to me person(s) whose name(s) is (are) signed to the foregoing instrument, as and purposes therein set forth.

## FORM U-2A UNI FORM CORPORATE RESOLUTION

# UNIFORM FROM OF CORPORATE RESOLUTION OF

FORMATION CAPITAL CORPORATION
(Name of Compration)

RESOLVED, that it is desirable and in the best interest of this Corporation that its securities be qualified or registered for sale in various states; that the President or any Vice President and the Secretary or an Assistant Secretary hereby are authorized to determine the states in which appropriate action shall be taken to qualify or register for sale allor such part of the securities of this Corporation as said officers may deem advisable; that said officers are hereby authorized to perform on behalf of this Corporation any and all such acts as they may deem necessary or advisable in order to comply with the applicable laws of any such states, and in connection therewith to execute and file all requisite papers and documents, including, but not limited to, applications, reports, surety bonds, irrevocable consents and appointments of attorneys for service of process; and the execution by such officers of any such paper or document or the doing by them of any act in connection with the foregoing matters shall conclusively establish their authority therefor from this Corporation and the approval and ratification by this Corporation of the papers and documents so executed and the action so taken.

### **CERTIFICATE**

The undersigned hereby certifies that he is the CPO CORPORATE Secretary
of FORMATION CAPITAL CORPORATION , a corporation organized and existing
under the laws of the State of B.C., CANADA; that the foregoing is a true and correct
copy of a resolution duly adopted at a meeting of the Board of Directors of said corporation
held on the 28 day of FERNAN, 2003 at which meeting a quorum was at all times
present and acting; that the passage of said resolution was in all respects legal; and that said
resolution is in full force and effect.
Dated this 12 day of MARCH, 2003.
(CORPORATE SEAL)
SC-610-065 CONSENT TO SERVICE (R/3/92) Page 5 of 5